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SAMMART FASHION CO. LTD.	:	UNITED STATES DISTRICT COURT SOUTHERN DISTRICT OF NEW YORK
	:	
	:	Case No. 07 CV 4035
Plaintiff,	:	JUDGE BATTS
v.	:	
WEAR ME APPAREL CORP. d/b/a KIDS HEADQUARTERS and HEYMAN CORPORATION,	:	AFFIRMATION IN OPPOSITION TO MOTION TO DISMISS
	:	
Defendants	:	

Leslie Martin Shamis, an attorney at law duly licensed to practice law in the United States District Court for the Southern District of New York, affirms under penalty of perjury, as follows:

1. I am the attorney for the plaintiff in this action and am fully familiar with the facts and circumstances of this action.

2. Defendant, Heyman Corporation, failed to answer or otherwise move with regard to plaintiff's complaint and the Clerk of the Court noted same by way of Certificate of Default dated December 5, 2007. The original of same is attached to plaintiff's motion in support of default judgment and a copy of same is annexed hereto and labeled Exhibit "1".

3. Only after filing and serving the said Notice of Motion for Default Judgment against

defendant Heyman Corporation, did Heyman Corporation bring the within motion to dismiss for lack of personal jurisdiction.

4. Defendant Heyman Corporation did not receive an extension of time to move or answer from counsel and should not be permitted to proceed with its motion to dismiss without the default being vacated. Heyman has failed to set forth a reasonable excuse for failing to answer or a meritorious defense to the cause of action in the complaint, which is required to vacate a default.

5. As set forth in the affidavit in opposition of Dora Tong, defendant Heyman Corporation transacted business with plaintiff in New York State during the course of its business dealings with the plaintiff herein.

6. Additionally, defendant Heyman Corporation entered into an asset purchase agreement with co-defendant Wear Me Apparel Corp., in which it purchased certain assets of said corporation and remained responsible for certain debts of said corporation. The Court is respectfully referred to defendant Wear Me Apparel's motion to dismiss and the opposition papers thereto which show that Heyman Corporation transacted business with Wear Me Apparel, a New York Corporation.

7. Heyman Corporation's transaction of business in New York State subjects it to the jurisdiction of this Court. Therefore, its motion to dismiss must be denied.

Dated: April 3, 2008
Long Beach, New York

/s/ Leslie Martin Shamis
LESLIE MARTIN SHAMIS

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

SAMMART FASHION CO. LTD.

Plaintiff,

07-Civ. 4035(DAB)

-against-

CLERK'S CERTIFICATE

WEAR ME APPAREL CORP.
d/b/a KIDS HEADQUARTERS
and HEYMAN CORPORATION

Defendants,

I, J. MICHAEL MCMAHON, Clerk of the United States District Court for the Southern District of New York, do hereby certify that this action commenced on May 23, 2007 with the filing of a summons and complaint, a copy of the summons and complaint was served on defendant by serving the authorized agent of defendant, the office of the Secretary of State of the State of New York, and proof of such service thereof was filed on

I further certify that the docket entries indicate that the defendant ^{Heyman Corp.} has not filed an answer or otherwise moved with respect to the complaint herein. The default of the defendant is hereby noted.

Date: New York, New York
Dec 5, 2007

J. MICHAEL MCMAHON

Clerk of the Court

By: 2

Deputy Clerk